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**Exhibit A**  
**[PROPOSED] Order**

WEIL, GOTSHAL & MANGES LLP  
Stephen Karotkin (*pro hac vice*)  
(stephen.karotkin@weil.com)  
Jessica Liou (*pro hac vice*)  
(jessica.liou@weil.com)  
Matthew Goren (*pro hac vice*)  
(matthew.goren@weil.com)  
767 Fifth Avenue  
New York, NY 10153-0119  
Tel: 212 310 8000  
Fax: 212 310 8007

KELLER & BENVENUTTI LLP  
Tobias S. Keller (#151445)  
(tkeller@kellerbenvenutti.com)  
Jane Kim (#298192)  
(jkim@kellerbenvenutti.com)  
650 California Street, Suite 1900  
San Francisco, CA 94108  
Tel: 415 496 6723  
Fax: 650 636 9251

*Proposed Attorneys for Debtors  
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO**

**In re:**

Bankruptcy Case

No. 19-30088 (DM)

**PG&E CORPORATION,**

Chapter 11

**- and -**

(Lead Case)

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

(Jointly Administered)

**Debtors.**

**PROPOSED ORDER PURSUANT TO 11 U.S.C.  
§§ 105(a), 363, AND 503(c) (I) APPROVING  
SHORT-TERM INCENTIVE PLAN AND (II)  
GRANTING RELATED RELIEF**

☐ Affects PG&E Corporation

☐ Affects Pacific Gas and Electric Company

☒ Affects both Debtors

*\* All papers shall be filed in the Lead Case,  
No. 19-30088 (DM).*

Upon the Motion dated March 6, 2019 (the “**Motion**”), of PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), pursuant to sections 105(a), 363, and 503(c) of title 11 of the United States Code (the “**Bankruptcy Code**”), for entry of an order (i) approving the 2019 STIP<sup>1</sup> and (ii) granting related relief, as more fully set forth in the Motion; and this Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, the Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges, General Order 24 (N.D. Cal.), and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the Northern District of California; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found and determined that notice of the Motion as provided to the parties listed therein is reasonable and sufficient under the circumstances, and it appearing that no other or further notice need be provided; and this Court having reviewed the Motion, the Mistry Declaration, and the Friske Declaration; and this Court having held a hearing on the Motion; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and this Court having found that (a) the Debtors have exercised sound business judgment in their decision to adopt the 2019 STIP, and (b) the 2019 STIP is justified by the facts and circumstances of the Debtors’ Chapter 11 Cases; and it appearing that the relief requested in the Motion is in the best interests of the Debtors, their estates, creditors, shareholders, and all parties in interest; and upon all of the proceedings had before this Court and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

1. The Motion is granted as set forth herein.
2. The 2019 STIP is approved in its entirety.
3. The Debtors are authorized to take all actions necessary to implement the 2019 STIP pursuant to its terms, as set forth in the Motion, including making any payments that come due

<sup>1</sup> Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to them in the Motion.

1 pursuant to the terms thereof during these Chapter 11 Cases and without the need for further Court  
2 approval.

3 4. The banks and financial institutions on which checks will be drawn or electronic  
4 payment requests made in payment of the amounts approved herein are authorized to receive, process,  
5 honor, and pay all such checks and electronic payment requests when presented for payment, and all  
6 such banks and financial institutions are authorized to rely on the Debtors' designation of any particular  
7 check or electronic payment request as approved by this Order.

8 5. Notice of the Motion satisfies requirements of Bankruptcy Rule 6004(a).

9 6. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order  
10 are immediately effective and enforceable upon its entry.

11 7. The Debtors are authorized to take all actions necessary to effectuate the relief  
12 granted in this Order in accordance with the Motion.

13 8. This Court retains exclusive jurisdiction with respect to all matters arising from  
14 or related to the implementation, interpretation, and enforcement of this Order.

15 \*\* END OF ORDER\*\*  
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